

Esautomotion S.p.A.
Registered office in Carpi (MO), via della Meccanica n. 23/1
Share Capital Euro 2,000,000.00 fully paid up
R.E.A. of Modena no. 386989
Tax code and VAT no. 07623420960

NOTICE OF ORDINARY SHAREHOLDERS' MEETING

The Ordinary Shareholders' Meeting (the "**Shareholders' Meeting**") of Esautomotion S.p.A. (the "**Company**" or "**Esautomotion**") is convened conventionally at the Company's registered office, Via della Meccanica, No. 23/1, Carpi (MO), on Friday, 18 April 2025, at 11:00 a.m., to discuss and resolve upon the following

AGENDA

- 1. Approval of the individual financial statements of Esautomotion S.p.A. as of 31 December 2024. Related and consequent resolutions. Presentation of the consolidated financial statements of the Esautomotion Group as at 31 December 2024.*
- 2. Allocation of the year's profit. Related and consequent resolutions.*

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INDICATIONS FOR SHAREHOLDERS

SHARE CAPITAL AND RIGHT OF INTERVENTION

It should be noted that the share capital of the Company, fully subscribed and paid up, is equal to € 2,000,000 (two million/00) and is divided into no. 13,103,000 (thirteen million one hundred and three thousand) shares with no indication of nominal value, of which 12,103,000 (twelve million one hundred and three thousand) are ordinary shares and no. 1,000,000 (one million) shares with multiple voting rights (the "**B Shares**"), as provided for by Article 5 of the Company's bylaws (the "**Bylaws**"), available in the "*Corporate Governance/ Documents*" section of the Company's website (www.esautomotion.it, the "**Website**"); each Ordinary Share entitles the holder to 1 (one) vote in the Company's ordinary and extraordinary shareholders' meetings, and each B Share entitles the holder to 3 (three) votes in the Company's ordinary and extraordinary shareholders' meetings. As of today's date, the Company holds 213,000 (two hundred and thirteen thousand) treasury shares, corresponding to 1.63% of the share capital, for which voting rights are suspended pursuant to art. 2357-ter, second paragraph, of the Italian Civil Code.

ENTITLEMENT TO ATTEND AND VOTE AT THE MEETING

Pursuant to Article 14 of the Bylaws and Article 83-sexies of Legislative Decree No. 58 of 24 February 1998, as amended (the "**Consolidated Law on Finance**"), the **entitlement to participate in the shareholders' meeting and exercise voting rights** - exclusively through the representative designated as provided for by Article 14.4 of the Bylaws and Article 135-undecies of the Consolidated Law on Finance (the "**Designated Representative**") - **is attested by a communication to the Company, made by an authorised intermediary**, at the request of and in favour of the person entitled to vote, in accordance with its accounting **records relating to the end of the accounting day of 9 April 2025, coinciding with the 7th (seventh) trading day prior to the date set for the shareholders' meeting (the so-called "record date")**. Credit and debit entries made on the accounts after this deadline are not relevant for the purpose of legitimising the exercise of voting rights in the shareholders' meeting. The aforementioned communication of the intermediary must be received by the Company by **15 April 2025**, a deadline coinciding with the end of the **3rd (third) trading day prior to the date of the Shareholders' Meeting**. Entitlement to attend and vote shall remain unaffected if the notice is received by the Company after the aforementioned deadline, provided that it is received before the start of the Shareholders' Meeting proceedings.

The Directors, the Statutory Auditors, the representatives of the independent auditors, the Designated Representative, as well as the other persons entitled to vote (who must grant proxy or sub-delegate to the Designated Representative), may participate in the Shareholders' Meeting through telecommunication means that also guarantee their identification, in compliance with the provisions of Article 14.5 of the Bylaws. The instructions for participation in the Shareholders' Meeting by means of telecommunications shall be made known by the Company to the interested parties.

There are no procedures for voting by correspondence or by electronic means.

REPRESENTATIVE DESIGNATED BY THE COMPANY

The Company has designated Monte Titoli S.p.A., with registered office in Milan, Piazza Affari no. 6, as Designated Representative to which holders of voting rights wishing to participate in the Shareholders' Meeting must confer, without expenses borne by them (except for any shipping costs), alternatively, a proxy or sub-delegation on all or some of the proposals on the agenda, pursuant to the provisions of Article 135-novies, and notwithstanding Article 135-undecies, paragraph 4, of the Consolidated Law on Finance. The proxy or sub-delegation will only be effective

for proposals in relation to which voting instructions are conferred. The shares for which the proxy has been conferred, even partially, are counted for the purpose of the regular constitution of the Shareholders' Meeting. To this end, the specific proxy and/or sub-delegation forms prepared by the Designated Representative, in agreement with the Company, which will be made available on the Website in the "*Investor Relations/Shareholders' Meeting*" section and at the registered office of the Designated Representative, must be used.

The proxy pursuant to Article 135-*undecies* of the Consolidated Law on Finance, with voting instructions, together with a copy of a valid identity document - and, in the case of a shareholder who is a legal person, a document proving the powers to issue the proxy - must reach the Designated Representative by the end of the **second trading day prior to the date set for the Shareholders' Meeting (i.e. by 16 April 2025)**. It is also specified that the Designated Representative may also be granted proxies and/or sub-delegations pursuant to Article 135-*novies* of the Consolidated Law on Finance, as an exception to Article. 135-*undecies*, paragraph 4, of the Consolidated Law on Finance, which must be received with the voting instructions, together with a copy of a valid identity document - and, in the case of a shareholder who is a legal person, a document proving the powers to issue the proxy - no later than **6:00 p.m. on 17 April 2025** and, in any case, no later than the beginning of the Shareholders' Meeting proceedings.

The proxy and/or sub-delegation and the related voting instructions are revocable in the same manner and within the same time limit as for their conferment.

The communication to the Company made by the intermediary, certifying the entitlement to participate in the Shareholders' Meeting, is also necessary in the event of conferment of the proxy or sub-delegation to the Designated Representative of the Company; therefore, in the absence of the aforesaid communication, the proxy or sub-delegation shall be considered null and void.

For any clarifications concerning the granting of proxy (and in particular concerning the completion of the proxy form and the voting instructions and their transmission), persons entitled to participate in the Shareholders' Meeting may contact Monte Titoli S.p.A. by e-mail at RegisterServices@euronext.com or at the number (+39) 02.33635810 on open office days, from 9:00 a.m. to 5:00 p.m.

SUBMISSION OF INDIVIDUAL PROPOSALS FOR DELIBERATION

Given that participation in the Shareholders' Meeting and the exercise of voting rights may take place exclusively through the Designated Representative, for the purposes of this Shareholders' Meeting, in order to make it possible for those interested to submit individual resolution proposals - albeit in a manner and within time limits compatible with the imperative need for such proposals to be knowable by all those entitled to participate in the Shareholders' Meeting and exercise their voting rights in sufficient time to provide voting instructions to the Designated Representative - the following is provided for. Shareholders may individually submit to the Company proposals for resolutions on the items on the agenda or proposals whose submission is otherwise permitted by law **by 1:00 p.m. on 11 April 2025** so that the Company may proceed with their subsequent publication. Shareholders submitting proposals shall legitimise their right by transmitting to the Company appropriate documentation issued in accordance with the applicable provisions by the intermediary holding the account in which the shares are registered. The resolution proposals and the aforementioned legitimisation documentation must be sent by certified e-mail to ir.esautomotion@legalmail.it with the express reference "Ordinary Shareholders' Meeting 18 April Esautomotion 2025 - Individual resolution proposals".

The resolution proposals received within the terms and according to the methods illustrated above shall be published on the Website in the "*Investor Relations/Shareholders' Meeting*" section by **11 April 2025** itself, so that the holders of voting rights may examine them for the purpose of granting proxies and/or sub-delegations, with related voting instructions, to the Designated Representative, which must be received within the terms indicated above. For the purposes of the foregoing, the Company (i) reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness and compliance with the applicable provisions, as well as the legitimacy of the proponents (ii) will promptly update the proxy forms, if necessary.

THE RIGHT TO ASK QUESTIONS ON ITEMS ON THE AGENDA

Pursuant to Article 127-*ter* of the TUF, those entitled to vote may submit questions on the items on the agenda even before the Shareholders' Meeting, by the **end of the fifth trading day** preceding the date of the Shareholders' Meeting (i.e. by **11 April 2025**). The questions - accompanied by the references of the certification sent by the intermediary to the Company, proving the ownership of the voting right - must be received in writing by certified email to the address ir.esautomotion@legalmail.it with the express reference "Ordinary Shareholders' Meeting 18 April 2025 Esautomotion 2024 - Questions on the items on the agenda". Questions received by the Company in the manner indicated above **by 11 April 2025 (the fifth trading day prior to the Shareholders' Meeting)** and relevant to the items on the agenda will be answered on the Website in the "*Investor Relations/Shareholders' Meeting*"

section **by 16 April 2025 (two business days prior to the Shareholders' Meeting)**. The Company will not reply to questions that do not comply with the terms, conditions and procedures set forth above.

DOCUMENTATION

Concurrently with the publication of this notice of call, the following reports and resolution proposals relating to the items on the agenda will be made available to the public, within the terms and according to the procedures set forth in the Bylaws, sent to Borsa Italiana S.p.A. and also published in the "*Investor Relations/ Shareholders' Meeting*" section of the Website, as well as at the eMarketStorage storage mechanism, available at www.emarketstorage.com:

- ✓ file of the individual financial statements of Esautomotion S.p.A. as at 31 December 2024, including the management report and the reports of the Board of Statutory Auditors and the Independent Auditors, respectively, as well as the consolidated financial statements of the Esautomotion Group as at 31 December 2024 (first item on the agenda);
- ✓ report of the Board of Directors on the allocation of the profit for the year (second agenda item).

This notice is published in the newspaper: Corriere della Sera, on 3 April 2025.